

BYLAWS OF
Bylaws of Calvary Chapel, Inc., A Florida Not For Profit Corporation, Edited 01-07-24

CALVARY CHAPEL, INC.
A Florida Not For Profit Corporation

ARTICLE I: OFFICES

The principal office for the transaction of the business of the Corporation, CALVARY CHAPEL, INC., is located in Lake County, at Post Office Box 280, Lady Lake, FL 32158.

ARTICLE II: PURPOSE OF CORPORATION

The purpose of this Corporation shall be:

- (1) To proclaim the good news of salvation by faith in our Lord Jesus Christ by any suitable method or media which includes but is not limited to establishing and operating a local ministry for the worship of Jesus Christ, using personal evangelism, conventions, preaching, teaching, missions and discipleship;
- (2) To do only that which glorifies the Father, the Son and the Holy Spirit and is based upon the authority of the Holy Bible. This dictates that all questions related to our procedures and practices will be governed by our doctrinal statement established by Biblical authority.

ARTICLE III: NONPARTISAN ACTIVITIES

This Corporation has been formed under the Florida Not For Profit Corporation Law for the religious purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purposes of attempting to influence legislation or voters, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE IV: NONDISCRIMINATORY POLICY

This Corporation, including all of its educational programs and sponsored activities, admits students of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to students or other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, gender, color, national or ethnic origin in administration of its policies.

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ARTICLE V: DEDICATION OF ASSETS

The properties and assets of this Corporation are irrevocably dedicated to religious or charitable purposes. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of this Corporation.

ARTICLE VI: MEMBERSHIP

The Corporation shall have no members. All corporate powers shall be exercised by or under the authority of the Board of Directors.

ARTICLE VII: DIRECTORS

SECTION 1. Number, Term, and Appointment of Directors

The Board of Directors shall consist of no less than three (3) and no more than fifteen (15) Directors.

The initial Board of Directors shall first be appointed by the incorporator of this Corporation, and thereafter shall be elected by the preceding Board of Directors at their annual meeting. Each Director shall serve a term of three (3) years. A Director may succeed himself **once, but may be reappointed after one full year of absence. The exception is that the pastoral staff (and elders) will serve continuously.** Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which appointed. Vacancies in the Board of Directors shall be filled by the affirmative vote of the remaining Directors, though less than a quorum, or by the sole remaining Director.

SECTION 2. Powers

- (a) The business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors, using the following voting power:

(i) "voting power" means the total number of votes entitled to be cast for the election of Directors and the conduct of business and affairs.

(ii) The Directors shall have sole voting power.

(iii) Voting power shall be on a one-Director, one-vote basis.

- (b) Appoint **or** remove any officer, agent and employee of the Corporation; prescribe any powers and duties for them that are consistent with laws of the state of Florida and of the United States, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.

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(c) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and service.

(d) Develop policies, consistent with the Articles of Incorporation and Bylaws, including those covering mission, goals, values, governance process, Board-Staff relationship, finances, compensation, ministries, development, ordination and miscellaneous outreach to glorify God by exalting His Son and teaching His Word and to make disciples.

(e) Adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers.

(f) A Director appointed or elected by the Board may be removed without cause by a vote of two-thirds of the Directors then in office. Any Director so removed is not eligible to stand for reelection until the next annual meeting.

SECTION 3. Vacancies

A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the death, resignation, or removal of any Director.

SECTION 4. Regular Meetings

Regular meetings of the Board of Directors shall be held without notice at such time as shall from time to time be fixed by the Board of Directors. The Board is required to have a minimum of one (1) meeting per year.

SECTION 5. Special Meetings

(a) Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board, President, Secretary, or any two Directors.

(b) Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

- (i) By personal delivery of written notice;
- (ii) By first-class mail, postage paid ; or
- (iii) By telephone, **text, or email** directly to the Director.

All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.

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(c) Notices sent by first- class mail shall be deposited into a United States mail box at least five (5) days before the time set for the meeting. Notices given by personal delivery or telephone shall be given at least 24 hours before the time set for the meeting.

(d) The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting.

SECTION 6. Quorum

A majority of the number of Directors shall constitute a quorum for the transaction of business.

SECTION 7. Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 8. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice, of the time and place shall be given before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

SECTION 9. Action without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board .

SECTION 10. Fees and Compensation of Directors

Directors and any members of any teams formed under the direction of the Board of Directors may receive compensation for their services and reimbursed for their expenses in connection with their duties, as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE VIII: OFFICERS

SECTION 1. Officers

The officers of the Corporation shall be a President, Vice President, Secretary and Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board. Any number of offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person. Any officer may or may not be **appointed** to the Board.

SECTION 2. Appointment of Officers

The officers of the Corporation shall be appointed by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any **agreement** of employment.

SECTION 3. Removal of Officers

Subject to the rights, if any, of any officer under any **agreement** of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board.

SECTION 4. Resignation of Officers

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any **agreement** to which the officer is a party.

SECTION 5. Vacancies in Offices

A vacancy in any office shall be filled only in the manner prescribed in these Bylaws.

SECTION 6. Responsibilities of Officers

(a) The Chairman of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws. If the office of President is vacant, the Chairman of the Board shall act as President.

(b) President. Subject to such supervisory powers as may be given by the Board of Directors to the Chairman of the Board, if any, the President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the Corporation. In the absence of the Chairman of the Board, he shall preside at all meetings of the Board of Directors. He shall have

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such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The President shall be given notice and an agenda of all Board meetings at least 24 hours in advance of any such meeting.

(c) Vice president. In the absence of the President, the Vice President, if any, shall perform all the duties of the President.

(d) Secretary. The secretary shall attend to the following:

- (i) The secretary shall keep or cause to be kept, a book of minutes of all meetings and actions of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, and the names of those present at such meetings.
- (ii) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. He shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(e) Chief Financial Officer. The Chief Financial Officer shall attend to the following:

(i) Books of account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director **or individual authorized by the Board** at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The Chief Financial Officer or designee shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all of his transactions; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE IX: RECORDS AND REPORTS

The Articles of Incorporation, Bylaws, accounting books, records, minutes of proceeding of the Board of Directors and committee(s) of the Board of Directors shall be kept at such place or places as designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. Minutes shall be kept in written or typed form and other books and records shall be kept in either written form or any other form capable of being converted into written form. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation for a reason reasonably related to his interests as a Director. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE X: DISSOLUTION

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Said organization is organized and operated exclusively for charitable, religious, educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170©(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of this organization is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.